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July 17, 1995

RECORDATION NO. 16129-I, J, and K

FILED 1995

JUL 17 1995 - 1 20 PM

Recordation No. 16129-I, J, and K INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Wilmington Trust Company, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of three secondary documents, not previously recorded. The first of the three documents is entitled Lease Supplement No. 3 and is to be recorded under Recordation No. 16129-I. The second of the three documents is entitled Lease Supplement No. 4 and is to be recorded under Recordation No. 16129-J. The third of the three documents is entitled Lease Supplement No. 5 and is to be recorded under Recordation No. 16129-K. All three documents are dated as of February 1, 1995 (hereinafter together referred to as "Supplements").

The parties to all three of the enclosed Supplements are:

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

- OWNER TRUSTEE/LESSOR

GE Capital Railcar Associates, Inc.
33 West Monroe
Chicago, IL 60603

- LESSEE

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Equipment Lease Agreement (as supplemented) dated as of December 15, 1988 now between the above parties, filed and recorded with the Interstate Commerce Commission December 30, 1988 under 16129.

The units of equipment covered by the Supplements are as identified in Schedule A of each thereof.

A short summary for each of the three Supplements to appear in the ICC Index is as follows:

"Change of identification numbers for some units in Equipment Lease Agreement under 16129."

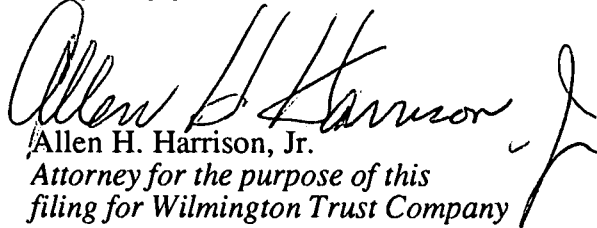
Enclosed is a check in the amount of sixty-three dollars (\$63.00) in payment of the filing fees.

RECEIVED
OFFICE OF THE
SECRETARY
JUL 17 1 22 PM '95
LICENSING BRANCH

Counterparts - 3 Documents

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for the purpose of this
filing for Wilmington Trust Company*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

8310-020
BY HAND

16129-J

RECORDATION NO. 16129-5 FILED 1625

JUL 17 1995 - 1 30 PM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 4

LEASE SUPPLEMENT NO. 4 ("LEASE SUPPLEMENT NO. 4") dated as of February 1, 1995, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 88-4, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation.

WHEREAS, Lessee leased from Lessor eight hundred ninety-eight (898) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented (as supplemented, the "Equipment Lease") dated as of December 15, 1988, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("I.C.C.") Pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988 and given Recordation No. 16129; and


WHEREAS, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated.
2. The Equipment Lease is hereby supplemented as follows:
 - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1993 to December 31, 1993.

LESSOR:

WILMINGTON TRUST COMPANY
not in its individual capacity but
solely as Owner Trustee under Rail
Trust No. 88-4

By 

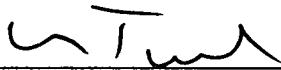
Name:

Title:

BRUCE L. BISSON
VICE PRESIDENT

LESSEE

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to Ite
Rail Corporation

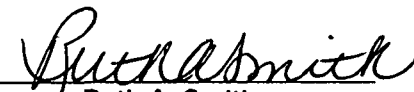
By 

Name:

Title:

ACKNOWLEDGED BY:

STATE STREET BANK & TRUST COMPANY
as Security Trustee

By 

Name: Ruth A. Smith

Title: Assistant Vice President

STATE OF DELAWARE)
) SS.
COUNTY OF NEW CASTLE)

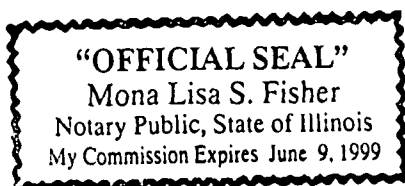
On this 15 day of May, 1995, before me personally appeared Bruce L. Bissell, personally known to me to be the person who executed the within instrument as a Vice President of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

MARY T. ALLIN
NOTARY PUBLIC
My Commission expires August 16, 1995

Mary T. Allin
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 7th day of July-----, 1995, before me personally appeared Robert H. Tucker, personally known to me to be the person who executed the within instrument as ~~a~~ Executive Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



Mona Lisa S. Fisher
Notary Public

STATE OF MASSACUSETTS)
) SS.
COUNTY OF SUFFOLK)

On this 11th day of July-----, 1995, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed the within instrument as an Assistant Vice President of STATE STREET BANK & TRUST COMPANY, and acknowledged to me that the corporation executed it.

Ruth A. Smith
Notary Public
My Commission expires 7/8/99

LEASE SUPPLEMENT NO. 4
TO RAIL TRUST NO. 88-4

SCHEDULE A

Remarks for Period 1/1/93 - 12/31/93

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
HS	020008	TCWR	020008
HS	020121	ITLX	040829
HS	020179	ITLX	040833
UTCX	043379	PLCX	012214
PLCX	012009	KSW	004010
PLCX	012742	KSW	004012
PLCX	012747	KYLE	012747
PLCX	012919	KSW	004013
PLCX	012973	KYLE	012973
PLCX	025564	SCUY	025564
UTCX	045167	ITLX	040861
PLCX	012505	KYLE	012505
PLCX	012509	KYLE	012509
PLCX	012583	KYLE	012583